

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

CMC II, *et al.*,¹

Debtors.

Chapter 11

Case No. 21-10461 (JTD)

(Jointly Administered)

**CERTIFICATION OF COUNSEL SUBMITTING
PROPOSED ORDER APPROVING STIPULATION**

Undersigned counsel for the debtors and debtors-in-possession (collectively, the “**Debtors**”) in the above-captioned, jointly-administered bankruptcy cases, the non-Debtor affiliates identified on Exhibit 1 of the Stipulation as defined below (the “**Non-Debtor Affiliates**”), and Genesis Healthcare, Inc. (“**Genesis**”), Genesis ElderCare Rehabilitation Services, Inc. d/b/a Genesis Rehabilitation Services (“**GRS**”) and Respiratory Health Services, LLC (“**RHS**,” together with GRS, the “**Creditors**”), hereby certify as follows:

1. On March 1, 2021, the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (the “**Petition Date**”).
2. On May 28, 2021, the Court entered an order approving bid procedures (Docket No. 302), which contemplates a process for the assumption of executory contracts and unexpired leases.

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: CMC II, LLC (6973), Salus Rehabilitation, LLC (4037), 207 Marshall Drive Operations LLC (8470), 803 Oak Street Operations LLC (3900), Sea Crest Health Care Management, LLC (2940), and Consulate Management Company, LLC (5824). The address of the Debtors’ corporate headquarters is 800 Concourse Parkway South, Maitland, Florida 32751.

3. On July 6, 2021, the Debtors served their *Notice of Proposed Assumption, Assignment, and Cure Amounts with Respect to Executory Contracts and Unexpired Leases of the Debtors* (the “**Notice**”).

4. The Notice listed a Respiratory Care Services Agreement (as amended from time to time, the “**Services Agreement**”) signed by debtor CMC II, LLC (“**CMC**”) on behalf of the facilities listed in Exhibit A thereto (the “**Facilities**”), including the two facilities operated by debtors 207 Marshall Drive Operations LLC (“**Marshall**”) and 803 Oak Street Operations LLC (“**Oak**”). The Services Agreement also covers services provided by RHS to facilities operated by the Non-Debtor Affiliates.

5. Debtors also included four entries in the Notice related to Genesis that appear to cover three agreements: an “Equipment Purchase Agreement – Omnicycle”; “Indemnification and Release Agreement”; and “Reduced Pricing for ACP rental equipment with Amendments” (collectively, the “**Genesis Agreements**”).

6. The parties hereto wish to resolve the issues relating to the Notice with respect to the Debtors and to reserve all rights, remedies, and defenses that Creditors and the Non-Debtor Affiliates have pursuant to the Services Agreement and the Genesis Agreements.

7. To this end, the parties hereto have entered into a *Stipulation Regarding Respiratory Health Services, LLC and Notice of Proposed Assumption, Assignment, and Cure Amounts with Respect To Certain Executory Contracts and Unexpired Leases of the Debtors* (the “**Stipulation**”), a copy of which is attached as Exhibit 1 to the proposed order attached hereto as **Exhibit A** (the “**Proposed Order**”).

8. The Stipulation and Proposed Order have been circulated to the Office of the United States Trustee for the District of Delaware, and counsel to the official committee of unsecured creditors (the “**Committee**”). No substantive responses have been received.

WHEREFORE, the parties hereto respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or hearing.

Dated: August 3, 2021
Wilmington, Delaware

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